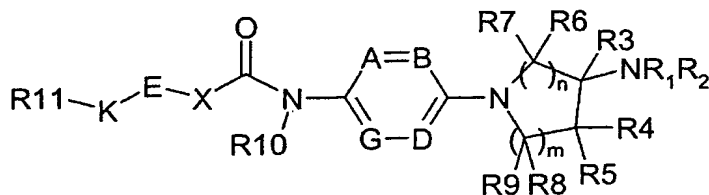


We claim:

DEAV2003/0011

1. A compound of the formula I

5



wherein

- 10 R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CR₇R₈R₉)_o-R₁₂, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, aryloxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R₁₂, CO-aryloxy-(C₁-C₄)-alkyl, CO-(C₂-C₈)-alkenyl, CO-(C₂-C₈)-alkynyl, COCH=CH(R₁₃), COCC(R₁₄), CO-(C₁-C₄)-alkyl-S(O)_p-(C₁-C₄)-alkyl, CO(C(R₁₅)(R₁₆))_qN(R₁₇)(R₁₈),
- 15 CO(C(R₁₉)(R₂₀))_rCON(R₂₁)(R₂₂) or CO(C(R₂₃)(R₂₄))_sO(R₂₅); or
- R1 and R2, together with the nitrogen atom to which they are attached, form a 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally contains 1, 2, 3 or 4 additional
- 20 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R₂₆), CON(R₂₇)(R₂₈), hydroxy, COO(R₂₉), N(R₃₀)CO(C₁-C₆)-alkyl, N(R₃₁)(R₃₂) or SO₂CH₃;
- 25

wherein

30

o is 0, 1, 2, 3, 4, 5 or 6;

p is 0, 1 or 2

q, r, s are each independently 0, 1, 2, 3 or 4;

5 R13, R14 are each independently a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system optionally containing 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

10 R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or
 15 substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which,
 20 apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

25 R33 is a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system which optionally contains 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

30 R12 is OH, O-(C₁-C₆)-alkyl, O(C₀-C₈)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, COO(R80), CON(R81)(R93), N(R82)(R83) or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10-, 11-, or 12-membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms selected from the group of N, O and S, and is optionally substituted with F,
 35 Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl,

(C₂-C₆)-alkynyl, O-(C₀-C₈)-alkylene-aryl, N(R₃₄)(R₃₅),
 COCH=CH(R₃₆), (C(R₃₇)(R₃₈))_t(R₃₉),
 CO(C(R₃₇)(R₃₈))_t(R₃₉), CO(C₁-C₆)-alkyl,
 COCOO(C₁-C₆)-alkyl, COO(R₄₀), S(O)_u(R₄₁) or COOH;

5

t is 0, 1, 2, 3, 4, 5 or 6;

u is 0, 1 or 2;

10

R₃₄, R₃₅, R₃₇, R₃₈ are each independently H or (C₁-C₈)-alkyl;
 or

15

R₃₄ and R₃₅, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

20

R₃₆, R₃₉ are each independently (C₃-C₈)-cycloalkyl or a 5-, 6-, 7-, 8-, 9- or 10- membered aromatic ring system wherein said aromatic ring system optionally contains one or two additional heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

25

R₄₀ is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

30

R₄₁ is (C₁-C₆)-alkyl or a 5-, 6-, 7-, 8-, 9-, or 10-membered aromatic ring system optionally containing one or two heteroatoms from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

35

R₇₈, R₇₉ are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;

R₈₀, R₈₁, R₉₃ are each independently (C₁-C₈)-alkyl, (C₂-C₆)-

alkenyl or (C₀-C₈)-alkylene-aryl;

R82, R83 are each independently H or (C₁-C₆)-alkyl; or

5 R82 and R83, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

R3 is H or (C₁-C₆)-alkyl;

15 R4, R5 are each independently H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl, O-CO(C₁-C₆)-alkyl or S-(C₁-C₆)-alkyl;

R6, R7, R8, R9 are each independently H or (C₁-C₈)-alkyl; or

20 substituent pairs R6 and R7, and R8 and R9, optionally form, independently of one another, an oxo group;

n, m are each independently 0, 1 or 2;

25 A, B, D, G are each independently N or C(R42); or

said radicals A and B, or said radicals D and G are each C(R42) and, taken together, optionally form a 5- or 6 membered carbocyclic or heterocyclic radical resulting in an overall bicyclic ring system;

30

wherein

35 R42 is H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R43)(R44), SO₂-CH₃,

COOH, COO-(C₁-C₆)-alkyl, CON(R45)(R46),
 N(R47)CO(R48), N(R49)SO₂(R50), CO(R51) or
 -(CR₈₄R₈₅)_x-O(R86);

5

wherein

R43, R44, R45, R46, R47, R49 are each
 independently H or (C₁-C₈)-alkyl; or

10

substituent pairs R43 and R44, and R45 and R46,
 independently of one another and taken together
 with the nitrogen atom to which they are attached,
 optionally form a 5- or 6-membered ring which,
 apart from said nitrogen atom of attachment,
 optionally contains an additional heteroatom
 component selected from the group of N-(C₁-C₆)-
 alkyl, oxygen and sulfur;

15

R48, R50, R51 are each independently H, (C₁-C₈)-
 alkyl or aryl;

20

R84, R85 are each independently H or (C₁-C₈)-
 alkyl;

25

R86 is H, (C₁-C₆)-alkyl or aryl;

x is 1, 2, 3, 4, 5 or 6;

R10 is H, (C₁-C₈)-alkyl, (C₃-C₆)-alkenyl or (C₃-C₆)-alkynyl;

30

X is N(R52), O, a bond, C=C, C(R53)(R54), C(R55)(R56)O, CO,
 C≡C, or a group of the formula -(CR₈₇R₈₈)_Y- wherein one or
 more -(CR₈₇R₈₈)- units contained in said group of formula -
 (CR₈₇R₈₈)_Y- is optionally replaced by Y;

35

wherein

Y is O, S or N(R89) wherein R89 is H or (C₁-C₈)-alkyl;

R52, R53, R54, R55, R56 are each independently H or (C₁-C₈)-alkyl;

5 R87, R88 are each independently H or (C₁-C₄)-alkyl, and may be defined the same or differently in each of said -(CR₈₇R₈₈)- units contained in said group of formula - (CR₈₇R₈₈)_Y-;

10 y is 2, 3, 4, 5 or 6;

E is a 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13- or 14-membered bivalent carbo- or heterocyclic ring structure with 0, 1, 2, 3 or 4
 15 heteroatoms selected from the group of N, O and S, and optionally substituted with H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, oxo, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-
 20 cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R₅₇)(R₅₈), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R₅₉)(R₆₀), N(R₆₁)CO(R₆₂), N(R₆₃)SO₂(R₆₄) or CO(R₆₅), and wherein said bivalent carbo- or heterocyclic ring structure is mono- or bicyclic;

25 wherein

R57, R58, R59, R60, R61, R63 are each independently H or (C₁-C₈)-alkyl; or

30 substituent pairs R57 and R58, and R59 and R60, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen
 35 atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

5 K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C≡C, C=C or a group of the formula -(CR90R91)_z- in which one or more of the -(CR90R91)- units contained in said group of the formula -(CR90R91)_z- is optionally replaced by Z;

10 wherein

v is 1, 2, 3 or 4

15 R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

Z is O, S, N(R92), CO, SO or SO₂;

20 R90, R91 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, hydroxy or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, and wherein R90 and R91 may be defined the same or differently in each of said -(CR90R91)- units contained in said group of formula -(CR90R91)_z;

25 z is 2, 3, 4, 5 or 6;

R92 is H or (C₁-C₈)-alkyl;

30 R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl or a 3-, 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring, optionally containing 1, 2, 3 or 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, hydroxy-(C₁-C₄)-alkyl, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77), SO₂CH₃ or SCF₃;

35

wherein

5 R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

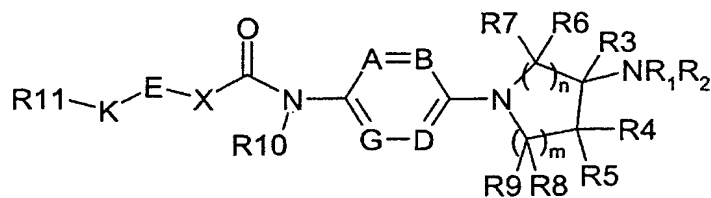
substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6- membered ring which, apart from the nitrogen atom, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

15 E, K and R11 taken together form a tricyclic system where each of the rings in said tricyclic system are, independently of one another, saturated, partially saturated or unsaturated, and wherein each ring is comprised of 3-8 ring atoms;

20 and the N-oxides and pharmaceutically acceptable salts thereof.

2. The compound of Claim 1 of formula 1:

25



wherein

30 R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CR₇₈R₇₉)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, aryloxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, CO-aryloxy-(C₁-C₄)-alkyl, CO-(C₂-C₈)-alkenyl, CO-(C₂-C₈)-alkynyl, COCH=CH(R13), COCC(R14), CO-(C₁-C₄)-

alkyl-S(O)_p-(C₁-C₄)-alkyl, CO(C(R15)(R16))_qN(R17)(R18),
 CO(C(R19)(R20))_rCON(R21)(R22) or CO(C(R23)(R24))_sO(R25);
 or

5 R1 and R2, together with the nitrogen atom to which they are
 attached, form a 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi-
 or spirocyclic ring which, apart from said nitrogen atom of
 attachment, optionally contains 1, 2, 3 or 4 additional
 heteroatoms selected from the group of oxygen, nitrogen and
 sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN,
 10 (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl,
 (C₀-C₈)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy,
 COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃;

wherein

15 o is 0, 1, 2, 3, 4, 5 or 6;

p is 0, 1 or 2

20 q, r, s are each independently 0, 1, 2, 3 or 4;

R13, R14 are each independently a 5-, 6-, 7-, 8-, 9- or 10-
 membered aromatic ring system optionally containing 1 or
 2 heteroatoms selected from the group of nitrogen,
 25 oxygen and sulfur, and is optionally substituted by F, Cl,
 Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R15, R16, R17, R19, R20, R21, R22, R23, R24, R25,
 R26, R27, R28, R29, R30, R31, R32 are each
 30 independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or

35 substituent pairs R17 and R18, R21 and R22, R27 and
 R28, and R31 and R32, independently of one another and
 taken together with the nitrogen atom to which they are
 attached, optionally form a 5- or 6-membered ring which,
 apart from said nitrogen atom of attachment, optionally

contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

5 R33 is a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system which optionally contains 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

10 R12 is OH or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10-, 11-, or 12-membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms selected from the group of N, O and S, and is optionally substituted with F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, O-(C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t(R39),
15
20 CO(C(R37)(R38))_t(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40), S(O)_u(R41) or COOH;

t is 0, 1, 2, 3, 4, 5 or 6;

25 u is 0, 1 or 2;

R34, R35, R37, R38 are each independently H or (C₁-C₈)-alkyl; or

30 R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;
35

R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-, 6-, 7-, 8-, 9- or 10- membered aromatic ring system wherein said

aromatic ring system optionally contains one or two additional heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

5

R₄₀ is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

10

R₄₁ is (C₁-C₆)-alkyl or a 5-, 6-, 7-, 8-, 9-, or 10-membered aromatic ring system optionally containing one or two heteroatoms from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

15

R₃ is H or (C₁-C₆)-alkyl;

R₄, R₅ are each independently H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl, O-CO(C₁-C₆)-alkyl or S-(C₁-C₆)-alkyl;

20

R₆, R₇, R₈, R₉ are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R₆ and R₇, and R₈ and R₉, optionally form, independently of one another, an oxo group;

25

n, m are each independently 0, 1 or 2;

A, B, D, G are each independently N or C(R₄₂);

wherein

30

R₄₂ is H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R₄₃)(R₄₄), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R₄₅)(R₄₆), N(R₄₇)CO(R₄₈), N(R₄₉)SO₂(R₅₀) or CO(R₅₁);

35

wherein

R43, R44, R45, R46, R47, R49 are each independently H or (C₁-C₈)-alkyl; or

5

10

substituent pairs R43 and R44, and R45 and R46, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains an additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

15

R48, R50, R51 are each independently H, (C₁-C₈)-alkyl or aryl;

R10 is H, (C₁-C₈)-alkyl, (C₃-C₆)-alkenyl or (C₃-C₆)-alkynyl;

20

X is N(R52), O, a bond, C=C, C(R53)(R54) or C(R55)(R56)O;

wherein

25

R52, R53, R54, R55, R56 are each independently H or (C₁-C₈)-alkyl;

30

E is a 3, 4, 5, 6, 7 or 8-membered bivalent carbo- or heterocyclic ring structure with 0, 1, 2, 3 or 4 heteroatoms selected from the group of N, O and S, and optionally substituted with H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R59)(R60), N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65), and wherein said bivalent carbo- or heterocyclic ring structure is mono- or bicyclic;

35

wherein

R57, R58, R59, R60, R61, R63 are each independently H or (C₁-C₈)-alkyl; or

5

substituent pairs R57 and R58, and R59 and R60, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

10

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

15

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO or C≡C;

20

wherein

v is 1, 2, 3 or 4

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

25

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl or a 3-, 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring, optionally containing 1, 2, 3 or 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃;

35

wherein

R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

5 substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6- membered ring which, apart from the nitrogen atom, optionally contain one additional heteroatom
10 component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

E, K and R11 taken together form a tricyclic system where each of the rings in said tricyclic system are, independently of one another, saturated, partially saturated or unsaturated, and wherein each
15 ring is comprised of 3-8 ring atoms;

and the N-oxides and pharmaceutically acceptable salts thereof.

3. The compound of Claim 2 wherein

20 R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CH₂)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, COCH=CH(R13), COCC(R14), CO-(C₁-C₄)-alkyl-S(O)_p-(C₁-C₄)-alkyl, CO(C(R15)(R16))_qN(R17)(R18),
25 CO(C(R19)(R20))_rCON(R21)(R22) or CO(C(R23)(R24))_sO(R25); or R1 and R2, together with the nitrogen atom to which they are attached, form a 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally contains 1 or 2 additional heteroatoms
30 selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃;

35 o 0, 1, 2, 3 or 4;

p- 0, 1 or 2;

q, r, s are each independently 0, 1, 2 or 3;

5 R13, R14 are each independently a 5-, 6-, 7-, 8-, 9- or 10 membered aromatic ring system optionally containing a further heteroatom selected from the group of nitrogen, oxygen and sulfur and optionally substituted by F, Cl, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl;

10 R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or

15 substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

20 R33 is a 5-, 6-, 7-, 8-, 9- or 10 membered aromatic ring system which optionally contains a further heteroatom selected from the group of nitrogen, oxygen and sulfur and is optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

25 R12 is OH or a 3-, 4-, 5-, 6, 7-, 8-, 9-, 10-, 11- or 12 membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms from the group of N, O and S, and is optionally substituted by F, Cl, CF₃, CN, oxo, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36),
30 (C(R37)(R38))_t(R39), CO(C(R37)(R38))_t(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40) or S(O)_u(R41);

t 0, 1, 2, 3 or 4;

35 u 0, 1 or 2;

R34, R35, R37, R38 are each independently H or (C₁-C₈)-alkyl; or

5 R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

10 R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system wherein said aromatic ring system optionally contains a further heteroatom selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl;

15 R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

R41 is (C₁-C₆)-alkyl or a 5-, 6-, 7-, 8-, 9- or 10- membered aromatic ring system optionally containing one or two heteroatoms selected from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

20 R3 is H or (C₁-C₆)-alkyl;

R4, R5 are each independently H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl or O-CO(C₁-C₆)-alkyl;

25 R6, R7, R8, R9 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R6 and R7, and R8 and R9, optionally form, independently of one another, an oxo group;

30 n, m are each independently 0, 1 or 2;

A, B, D, G are each independently N or C(R42);

35 R42 is H, F, Cl, Br, CF₃, CN, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₃-C₈)-cycloalkyl, (C₀-C₂)-alkylene-aryl, O-(C₀-C₂)-alkylene-aryl, N(R43)(R44), SO₂-CH₃, COO-(C₁-C₆)-alkyl, CON(R45)(R46), N(R47)CO(R48), N(R49)SO₂(R50) or CO(R51);

R43, R44, R45, R46, R47, R49 are each independently H or (C₁-C₈)-alkyl; or

5 substituent pairs R43 and R44, and R45 and R46,
independently of one another and taken together with the
nitrogen atom to which they are attached, optionally form a 5 or 6
membered ring which, apart from said nitrogen atom of
attachment, optionally contains an additional heteroatom
10 component selected from the group of N-(C₁-C₆)-alkyl, oxygen
and sulfur;

R48, R50, R51 are each independently H, (C₁-C₈)-alkyl or aryl;

15 R10 is H or (C₁-C₈)-alkyl;

X is N(R52), O, a bond, C=C, C(R53)(R54) or C(R55)(R56)O;

R52, R53, R54, R55, R56 are each independently H or (C₁-C₈)-alkyl;

20 E is a 3-, 4-, 5-, 6-, 7- or 8 membered bivalent carbo- or
heterocyclic ring structure with 0, 1, 2, 3, or 4 heteroatoms from
the group of N, O and S, and optionally substituted with H, F, Cl,
CF₃, NO₂, OH, CN, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₀-C₈)-
25 alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, N(R57)(R58), SO₂-CH₃,
COO-(C₁-C₆)-alkyl, CON(R59)(R60), N(R61)CO(R62),
N(R63)SO₂(R64) or CO(R65), and wherein said bivalent carbo-
or heterocyclic ring is mono- or bicyclic;

30 R57, R58, R59, R60, R61, R63 are each independently H or
(C₁-C₈)-alkyl; or

35 substituent pairs R57 and R58, and R59 and R60,
independently of one another and taken together with the
nitrogen atom to which they are attached, optionally form a 5 or 6
membered ring which, apart from said nitrogen atom of
attachment, optionally contains one further heteroatom
component selected from the group of N-(C₁-C₆)-alkyl, oxygen

and sulfur;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

5 K is a bond, O, CH₂O, N(R66), (C(R69)(R70))_v or C≡C;

v is 1 or 2;

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

10

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, a 3-, 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered mono-, bi- or spirocyclic ring, optionally containing 1, 2, 3 or 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃;

15

20 R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur.

25

30

4. The compound of Claim 3, wherein

A, B, D, G are each independently N or C(R42), and the total number of nitrogen atoms in said ring is 0-2.

35

5. The compound of Claim 4, wherein

n is 1 and

m is 1 or 2.

6. The compound of claim 1 wherein

5 R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CR₇₈R₇₉)_o-R₁₂, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R₁₂, CO-aryloxy-(C₁-C₄)-alkyl, COCH=CH(R₁₃), COCC(R₁₄), CO(C(R₁₅)(R₁₆))_qN(R₁₇)(R₁₈), CO(C(R₁₉)(R₂₀))_rCON(R₂₁)(R₂₂), CO(C(R₂₃)(R₂₄))_sO(R₂₅);
 10 or R1 and R2, taken together with the nitrogen atom to which they are attached, optionally form a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally comprises one or two additional heteroatoms selected from the group of oxygen,
 15 nitrogen and sulfur, and is optionally substituted by F, Cl, CF₃, (C₁-C₆)-alkyl, O-(C₁-C₄)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₂)-alkylene-aryl, oxo, CO(R₂₆), CON(R₂₇)(R₂₈), hydroxy, COO(R₂₉), N(R₃₀)CO(C₁-C₆)-alkyl, N(R₃₁)(R₃₂) or SO₂CH₃;

20 o is 0, 1, 2, 3, 4, 5 or 6;

q, r are independently of one another 1, 2 or 3;

25 s is 0, 1, 2, 3 or 4;

R₁₃, R₁₄ are each independently an aryl ring optionally comprising one nitrogen atom;

30 R₁₅, R₁₆, R₁₇, R₁₉, R₂₀, R₂₁, R₂₂, R₂₃, R₂₄, R₂₅, R₂₆, R₂₇, R₂₈, R₂₉, R₃₀, R₃₁, R₃₂ are each independently H or (C₁-C₆)-alkyl;

R₁₈ is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R₃₃); or
 substituent pairs R₁₇ and R₁₈, R₂₁ and R₂₂, R₂₇ and R₂₈, R₃₁
 35 and R₃₂, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains 1 further heteroatom component selected from the

group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

- 5 R33 is a 5-, 6-, 7-, 8-, 9- or 10 membered aromatic ring system optionally comprising one additional heteroatom selected from the group of nitrogen, oxygen and sulfur and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;
- 10 R12 is OH, O-(C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, COO(R80), CON(R81)(R82), or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10, 11- or 12 membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms from the group of N, O and S, and is optionally substituted by F, Cl, Br, OH, CF₃, CN, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, (C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t(R39), CO(C(R37)(R38))_t(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40) or S(O)_u(R41);
- 15
- 20 t is 0, 1, 2, 3, 4, 5 or 6;
- u is 0, 1 or 2;
- 25 R34, R35, R37, R38 are independently of one another H or (C₁-C₈)-alkyl; or substituent pair R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;
- 30
- 35 R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-10 membered aromatic ring system which may comprise 0-2 further heteroatoms from the group of nitrogen, oxygen and sulfur and may be substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;
- R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

- 5 R41 is (C₁-C₆)-alkyl or a 5-10 membered aromatic ring system which may comprise 0-2 further heteroatoms from the group of nitrogen, oxygen and sulfur and may be substituted by F, Cl, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl;
- R78, R79 are independently of one another H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;
- 10 R80, R81 are independently of one another H or (C₁-C₈)-alkyl;
- R3 is H or (C₁-C₆)-alkyl;
- R4, R5 are independently of one another H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl, O-CO(C₁-C₆)-alkyl or S-(C₁-C₆)-alkyl;
- 15 R6, R7, R8, R9 is H; or
- substituent pairs R6 and R7, and R8 and R9, independently of one another, optionally form oxo;
- 20 n is 1;
- m is 1 or 2;
- 25 A, B, D, G are independently of one another N or C(R42); or
- the groups A and B or D and G are each C(R42) and together form an ortho-phenylene unit to result overall in a 1,4-bisubstituted naphthalene system;
- 30 R42 is H, F, Cl, Br, CF₃, CN, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, N(R43)(R44), SO₂-CH₃, CON(R45)(R46), N(R47)CO(R48), CO(R51) or -(CR₈₄R₈₅)_x-O(R86);
- 35

R43, R44, R45, R46, R47 are independently of one another H, (C₁-C₈)-alkyl; or

5 substituent pairs R43 and R44, and R45 and R46, independently of one another, taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R48, R50, R51 are each independently H, (C₁-C₈)-alkyl or aryl;

15 R84, R85 are H;

R86 is H or (C₁-C₆)-alkyl;

x is 0, 1 or 2;

20 R10 is H or (C₁-C₈)-alkyl;

X is N(R52), a bond, C=C, C(R53)(R54), C(R55)(R56)O, C≡C, CH₂-CH₂ or YCH₂;

25 Y is O, S or N(R89);

R89 is H or (C₁-C₈)-alkyl;

R52, R53, R54, R55, R56 are each independently H or (C₁-C₈)-alkyl;

30

E is a 3-8 membered bivalent carbo- or heterocyclic ring structure with 0-4 heteroatoms from the group of N, O and S, which may optionally have substituents from the group of H, F, Cl, Br, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65) and

35

wherein said carbo – or heterocyclic ring structure may be mono- or bicyclic;

R57, R58, R61, R63 are each independently H or (C₁-C₈)-alkyl;

5

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C=C, C≡C, SCH₂ or SO₂CH₂;

10

v is 1, 2, 3 or 4;

R66, R67, R68, R69, R70 are independently of one another H or (C₁-C₈)-alkyl;

15

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, a 3 to 10-membered mono-, bi-, tri- or spirocyclic ring which may comprise 0 to 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, where the ring system may additionally be substituted by F, Cl, Br, CF₃, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃;

20

25

R71, R72, R73, R74, R75, R76, R77 are independently of one another H or (C₁-C₈)-alkyl; or

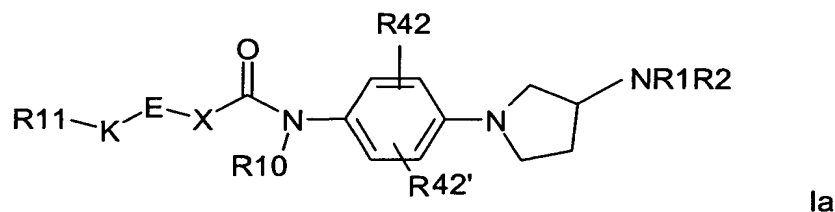
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substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains an additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

35

the N-oxides and the pharmaceutically acceptable salts thereof.

7. The compound of claim 6 having the formula Ia



5 wherein
 R1, R2 are independently of one another H, (C₁-C₈)-alkyl, -(CR⁷⁸R⁷⁹)_o
 -R¹², (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, or R1 and R2 form together
 with the nitrogen atom to which they are bonded a 4 to 10-
 10 membered mono-, bi- or spirocyclic ring which, apart from the
 nitrogen atom, may comprise 0 to 2 additional heteroatoms
 selected from the group of oxygen, nitrogen and sulfur, where the
 heterocyclic ring system may additionally be substituted by F,
 (C₁-C₆)-alkyl, O-(C₁-C₄)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl,
 hydroxy-(C₁-C₄)-alkyl, (C₀-C₂)-alkylene-aryl, oxo, CO(R²⁶),
 15 CON(R²⁷)(R²⁸), hydroxy, N(R³¹)(R³²) or SO₂CH₃; where R¹
 and R² are not both CO(R²⁶);

o is 0, 1, 2, 3 or 4;

20 q is 1, 2 or 3;

s 0, 1 or 2;

R¹⁵, R¹⁶, R¹⁷, R¹⁸, R²³, R²⁴, R²⁵, R²⁶, R²⁷, R²⁸, R³¹, R³² are

25 independently of one another H or (C₁-C₆)-alkyl; or

substituent pairs R¹⁷ and R¹⁸, R²⁷ and R²⁸, and R³¹ and
 R³², independently of one another and taken together with
 the nitrogen atom to which they are attached, optionally form
 30 a 5-6 membered ring which, apart from said nitrogen atom of
 attachment, optionally comprises one additional heteroatom

component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

- 5 R12 is OH, O-(C₁-C₆)-alkyl, O-(C₀-C₂)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, 3-12 membered mono-, bi- or spirocyclic ring which optionally comprises 1 to 3 heteroatoms selected from the group of N, O and S, and optionally substituted by F, OH, CF₃, CN, oxo, (C₁-C₆)-alkyl, (C₀-C₂)-alkylene-aryl, N(R34)(R35), COO(R40) or CO(C₁-C₆)-alkyl;
- 10 R34, R35 are independently of one another H or (C₁-C₄)-alkyl;
- R40 is H, (C₁-C₆)-alkyl or (C₀-C₂)-alkylene-aryl;
- 15 R78, R79 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;
- R42, R42' are each independently H, F, Cl, Br, CF₃, CN or (C₁-C₆)-alkyl;
- 20 R10 is H or (C₁-C₈)-alkyl;
- X is N(R52), a bond, C=C, C(R53)(R54) or CH₂CH₂;
- R52, R53, R54 are independently of one another H, (C₁-C₈)-alkyl;
- 25 E is a 5-7 membered bivalent carbo- or heterocyclic ring structure with 0-3 heteroatoms from the group of N, O and S, and optionally substituted by H, F, Cl, Br, CF₃, OH, CN, OCF₃, NO₂, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, SO₂-CH₃ or

CO(R65);

R65 is H or (C₁-C₈)-alkyl;

5 K is a bond, O, OCH₂, CH₂O, S, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C≡C, SCH₂ or SO₂CH₂;

v is 1, 2 or 3,

10 R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

R11 is (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, a 3 to 10-membered mono-, bi-, tri- or spirocyclic ring optionally comprising 1 to 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, oxo, CO(R71), hydroxy, N(R75)CO(C₁-C₆)-alkyl, or SO₂CH₃;

15

R71, R72, R73, R74, R75, R76, R77 is each independently H or (C₁-C₈)-alkyl; or

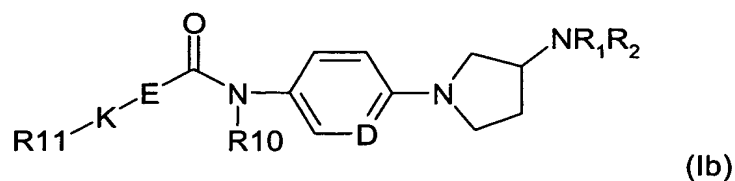
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substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

25

30 the N-oxides or pharmaceutically acceptable salts thereof.

8. The compound of claim 6 having the formula Ib



5 wherein:

R1, R2 are independently of one another H, (C₁-C₈)-alkyl, -
 (CR₇₈R₇₉)_o -R₁₂, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-
 alkenyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o -R₁₂, CO-aryloxy-(C₁-
 C₄)-alkyl, COCH=CH(R₁₃), COCC(R₁₄),
 10 CO(C(R₁₅)(R₁₆))_qN(R₁₇)(R₁₈),
 CO(C(R₁₉)(R₂₀))_rCON(R₂₁)(R₂₂),
 CO(C(R₂₃)(R₂₄))_sO(R₂₅); or R1 and R2, taken together with
 the nitrogen atom to which they are attached, optionally form
 a 4 to 10-membered mono-, bi- or spirocyclic ring which, apart
 15 from said nitrogen atom of attachment, optionally contains 1
 or 2 additional heteroatoms selected from the group of
 oxygen, nitrogen and sulfur, and is optionally substituted by F,
 Cl, CF₃, (C₁-C₆)-alkyl, O-(C₁-C₄)-alkyl, (C₁-C₄)-alkoxy-(C₁-
 C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₂)-alkylene-aryl, oxo,
 20 CO(R₂₆), CON(R₂₇)(R₂₈), hydroxy, COO(R₂₉),
 N(R₃₀)CO(C₁-C₆)-alkyl, N(R₃₁)(R₃₂) or SO₂CH₃, with the
 proviso that R1 and R2 are not both CO(R₂₆);

o is 0, 1, 2, 3, 4, 5 or 6;

25 q, r are each independently 1, 2 or 3;

s is 0, 1, 2, 3 or 4;

- R13, R14 are each independently an aryl ring optionally comprising one nitrogen atom;
- 5 R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;
- R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or
- 10 substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one
- 15 additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;
- R33 is a 5-10 membered aromatic ring system which may comprise a further heteroatom from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;
- 20
- R12 is OH, O-(C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, COO(R80), CON(R81)(R82) or a 3-12 membered
- 25 mono-, bi- or spirocyclic ring optionally comprising one or more heteroatoms selected from the group of N, O and S, and optionally substituted by F, Cl, Br, OH, CF₃, CN, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, (C₀-C₈)-alkylene-aryl, N(R34)(R35),
- 30 COCH=CH(R36), (C(R37)(R38))_t (R39), CO(C(R37)(R38))_t

(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40) and S(O)_u (R41);

t is 0, 1, 2, 3, 4, 5 or 6;

5

u is 0, 1 or 2;

R34, R35, R37, R38 is independently of one another H or (C₁-C₈)-alkyl; or

10 R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and optionally substituted by 1 or 2 oxo groups;

15

R36, R39 are independently of one another (C₃-C₈)-cycloalkyl or a 5-10 membered aromatic ring system optionally comprising 1 or 2 further heteroatoms selected from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

20

R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

25 R41 is (C₁-C₆)-alkyl or a 5-10 membered aromatic ring system optionally comprising one or two additional heteroatoms selected from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

30 R78, R79 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-

alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;

R80, R81 are each independently H or (C₁-C₈)-alkyl;

5 R10 is H or (C₁-C₈)-alkyl;

E is a 3-8 membered bivalent carbo- or heterocyclic ring structure with 0-4 heteroatoms selected from the group of N, O and S, optionally substituted by H, F, Cl, Br, OH, CF₃, NO₂,
 10 CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65),
 15 wherein said carbo- or heterocyclic ring and may be mono- or bicyclic;

R57, R58, R61, R63 are each independently H or (C₁-C₈)-alkyl;

20 R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C=C, C≡C, SCH₂ or SO₂CH₂;

25

v is 1, 2, 3 or 4;

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

- R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, or a 3 to 10-membered mono-, bi-, tri- or spirocyclic ring optionally comprising 1 to 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃ SCF₃;
- 10 R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or
- 15 substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains 1 additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl,
- 20 oxygen and sulfur; and
- the N-oxides and pharmaceutically acceptable salts thereof.

9. A pharmaceutical composition comprising a compound of Claim 1 and
25 a pharmaceutically acceptable carrier.

10. The pharmaceutical composition of Claim 9 further comprising one or more anorectic active ingredients.

30 11. A method of treating obesity comprising administering to a patient in need thereof a compound of Claim 1.

12. A method of treating obesity comprising administering to a patient in need thereof a compound of Claim 1 in combination with at least one further anorectic active ingredient.
- 5
13. A method of treating type II diabetes comprising administering to a patient in need thereof a compound of Claim 1.
14. A method of treating type II diabetes comprising administering to a patient in need thereof a compound of Claim 1 in combination with at least one further anorectic active ingredient.
- 10
15. A method of reducing weight in mammals comprising administering to a patient in need thereof a compound of Claim 1.
- 15
16. A method of treating disturbances of well being comprising administering to a patient in need thereof a compound of Claim 1.
17. A method of treating disorders associated with circadian rhythm comprising administering to a patient in need thereof a compound of Claim 1.
- 20
18. A method of antagonizing the MCH receptor comprising administering to a patient in need thereof a compound of Claim 1.
- 25
19. A method of treating drug abuse comprising administering to a patient in need thereof a compound of Claim 1.
20. A method of treating psychiatric indications comprising administering to a patient in need thereof a compound of Claim 1.
- 30